

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Superland Group Holdings Limited

德合集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 368)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2023

The board (the “**Board**”) of directors (the “**Directors**”) of Superland Group Holdings Limited (the “**Company**”) is pleased to announce its audited consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2023, together with the comparative figures for the corresponding year ended 31 December 2022, as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2023

	<i>Notes</i>	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Revenue	4	1,008,101	819,302
Cost of services		(878,536)	(705,279)
Gross profit		129,565	114,023
Other income	5	2,295	12,405
Other losses, net		(589)	(2,466)
Administrative expenses		(71,023)	(74,602)
Impairment loss on trade receivables and contract assets, net		(2,990)	(92)
Profit before finance income and costs and income tax expense		57,258	49,268
Finance income		92	59
Finance costs		(31,417)	(16,473)
Profit before income tax expense	6	25,933	32,854
Income tax expense	7	(3,765)	(4,789)
Profit and total comprehensive income for the year attributable to owners of the Company		22,168	28,065
Earnings per share attributable to owners of the Company			
Basic and diluted (expressed in HK cents per share)	8	2.77	3.51

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
ASSETS			
Non-current assets			
Plant and equipment		886	1,340
Right-of-use assets		6,165	228
Investments in insurance contracts		49,812	35,429
Other receivables, deposits and prepayments		35,822	29,715
Deferred income tax assets		1,772	1,435
		<u>94,457</u>	<u>68,147</u>
Current assets			
Trade receivables	10	114,855	187,491
Other receivables, deposits and prepayments		101,707	70,107
Contract assets		513,703	419,791
Pledged time deposits		3,127	3,127
Cash and cash equivalents		42,391	50,463
Tax recoverable		82	–
		<u>775,865</u>	<u>730,979</u>
Total assets		<u>870,322</u>	<u>799,126</u>
EQUITY AND LIABILITIES			
Equity attributable to owners of the Company			
Share capital		8,000	8,000
Reserves		88,506	88,506
Retained earnings		104,646	82,478
Total equity		<u>201,152</u>	<u>178,984</u>

	<i>Notes</i>	2023 HK\$'000	2022 HK\$'000
LIABILITIES			
Non-current liability			
Lease liabilities		213	–
Current liabilities			
Trade payables	<i>11</i>	75,689	52,706
Accruals, retention payables and other liabilities		113,968	109,162
Lease liabilities		6,136	237
Contract liabilities		35,172	42,967
Borrowings		437,992	413,159
Current income tax payable		–	1,911
		668,957	620,142
Total liabilities		669,170	620,142
Total equity and liabilities		870,322	799,126

NOTES

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 11 July 2019 as an exempted company with limited liability under the Companies Act (as revised) of the Cayman Islands. The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands and its principal place of business is Flat A&B, 3/F, Yin Da Commercial Building, 181 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong.

The Company is an investment holding company. The Group provides fitting-out services and repair and maintenance services to residential and commercial properties in Hong Kong. The immediate and ultimate parent company of the Company is Space Plus Investment Company Limited (formerly known as Fate Investment Company Limited). The controlling shareholder of the Company is Mr. Ng Chi Chiu (“**Mr. Ng**”).

The Company listed its shares (the “**Shares**”) on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 17 July 2020.

The consolidated financial statements are presented in Hong Kong Dollars (“**HK\$**”), unless otherwise stated.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”) and requirements of the Hong Kong Companies Ordinance (Cap. 622). The consolidated financial statements have been prepared under the historical cost convention except for investments in key management insurance contracts which are measured at cash surrender value.

The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies.

3(a). NEW AND AMENDMENTS TO STANDARDS ADOPTED BY THE GROUP

The Group has applied the following new and amendments to standards for the first time for its annual reporting period commencing from 1 January 2023:

Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform — Pillar Two Model Rules
HKFRS 17	Insurance Contracts
HKFRS 17	Amendments to HKFRS 17
HKFRS 17 and HKFRS 9	Initial Application of HKFRS 17 and HKFRS 9 — Comparative Information

The adoption of these new and amendments to standards did not result in any substantial change to the Group's accounting policies. The amended standards and conceptual framework listed above did not have any significant impact on the amounts recognised in prior years and are not expected to significantly affect the current or future years.

3(b). AMENDMENTS TO STANDARDS AND INTERPRETATION TO EXISTING STANDARDS NOT YET ADOPTED BY THE GROUP

		Effective for accounting periods beginning on or after
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to HKAS 1	Non-current Liabilities with Covenants	1 January 2024
Amendments to HKFRS 16	Lease liability in a Sale and Leaseback	1 January 2024
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2024
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements	1 January 2024
Amendments to HKAS 21	Lack of Exchangeability	1 January 2025
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

The Group will adopt the above amendments to standards and interpretation to existing standards when they become effective.

The above amendments to standards and interpretation to existing standards are not expected to have a material impact on the financial statements of the Group in the current or future reporting periods and on foreseeable future transactions.

4. REVENUE AND SEGMENT INFORMATION

The chairman is identified as the chief operating decision maker (“CODM”) of the Group who reviews the Group’s internal reporting in order to assess performance and allocate resources.

As substantial business operations of the Group relate to the provision of fitting-out services and repair and maintenance services, the CODM makes decisions about resources allocation and performance assessment based on the entity-wide consolidated financial information. Accordingly, there is only one single operating segment for the Group qualified as reportable segment under HKFRS 8. No separate segmental analysis is presented in this announcement.

(a) Disaggregation of revenue

	2023 <i>HK\$’000</i>	2022 <i>HK\$’000</i>
Fitting-out services	1,005,607	810,147
Repair and maintenance services	<u>2,494</u>	<u>9,155</u>
	<u><u>1,008,101</u></u>	<u><u>819,302</u></u>

The Group’s revenue is recognised over time for the year ended 31 December 2023 (2022: same).

(b) Geographical information

All the revenue and assets of the Group are based in Hong Kong for the year ended 31 December 2023 (2022: same).

(c) Revenue from major customers

Revenue from each major customer which accounted for 10% or more of the Group’s revenue for each of the financial years is set out below:

	2023 <i>HK\$’000</i>	2022 <i>HK\$’000</i>
Customer A	203,252	N/A*
Customer B	174,833	230,599
Customer C	144,234	N/A*
Customer D	142,254	N/A*
Customer E	108,722	N/A*
Customer F	N/A*	105,876
Customer G	<u>N/A*</u>	<u>100,877</u>

* Represent less than 10% of revenue for the respective year.

5. OTHER INCOME

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Innovation and Technology Commission's Enterprise Support Scheme (<i>Note a</i>)	2,295	–
Employment Support Scheme (<i>Note b</i>)	–	12,178
Others	–	227
	<u>2,295</u>	<u>12,405</u>

Notes:

- (a) Amount represents wage subsidy granted under the Enterprise Support Scheme for the research and development work. Subsidies are offered to local companies to conduct in-house research and development work with a view to encouraging the private sector to invest in research and development.
- (b) Amount represents wage subsidy granted under the Employment Support Scheme under the Anti-Epidemic Fund. Subsidies are offered to employers who have employed regular employees and paid contributions to the Mandatory Provident Fund for them.

6. PROFIT BEFORE INCOME TAX EXPENSE

The Group's profit before income tax expense is stated after charging the following:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Sub-contracting fees	440,229	347,253
Material costs	334,653	268,914
Consultation services	817	787
Depreciation on plant and equipment	986	1,606
Depreciation on right-of-use assets	4,860	5,472
Employee benefit expenses (including Directors' emoluments)	<u>119,216</u>	<u>116,827</u>

7. INCOME TAX EXPENSE

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Current tax expense		
— Hong Kong profits tax	4,996	4,961
(Over)/under provision in prior year	(894)	325
Deferred income tax	(337)	(497)
	<u>3,765</u>	<u>4,789</u>
Income tax expense	<u>3,765</u>	<u>4,789</u>

In accordance with the two-tiered profits tax regime, Hong Kong profits tax was calculated at 8.25% on the first HK\$2 million and 16.5% on the remaining balance of the estimated assessable profits for the year ended 31 December 2023 (2022: same).

8. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to owners of the Company and on the weighted average number of ordinary shares of 800,000,000 in issue during the year.

	2023	2022
Profit attributable to owners of the Company (HK\$)	22,168,000	28,065,000
Weighted average number of ordinary shares in issue	800,000,000	800,000,000
Basic and diluted earnings per share (HK cents per share)	<u>2.77</u>	<u>3.51</u>

(b) Diluted earnings per share

Diluted earnings per share for the year is the same as basic earnings per share as there was no potential ordinary shares outstanding during the year (2022: same).

9. DIVIDENDS

The Board does not recommend the payment of any final dividend for the year ended 31 December 2023 (2022: nil).

10. TRADE RECEIVABLES

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Trade receivables	117,899	187,633
Less: provision for impairment	<u>(3,044)</u>	<u>(142)</u>
Trade receivables, net	<u><u>114,855</u></u>	<u><u>187,491</u></u>

As at 31 December 2023 and 2022, the ageing analysis of the trade receivables based on invoice date is as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
1–30 days	82,301	122,351
31–60 days	10,104	58,773
61–90 days	11,288	4,624
Over 90 days	<u>14,206</u>	<u>1,885</u>
	<u><u>117,899</u></u>	<u><u>187,633</u></u>

Trade receivables are due from 30 days to 90 days after invoicing depending on the nature of services. The Group's trade receivables are mainly denominated in Hong Kong Dollars.

11. TRADE PAYABLES

As at 31 December 2023 and 2022, the ageing analysis of the trade payables by invoice date is as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
1–30 days	20,688	31,258
31–60 days	18,540	7,702
61–90 days	12,306	3,870
Over 90 days	24,155	9,876
	<u>75,689</u>	<u>52,706</u>

The Group's trade payables are mainly denominated in Hong Kong Dollars and the carrying amounts approximate their fair values.

12. CONTINGENCIES

As at 31 December 2023 and 2022, the Group's contingent liabilities were as follow:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Surety bonds (<i>Note</i>)	<u>93,225</u>	<u>90,222</u>

Note: As at 31 December 2023, the Group provided corporate guarantee (2022: same) to surety bonds in respect of 10 (2022: 11) fitting-out contracts of the Group in its ordinary course of business. The surety bonds are expected to be released in accordance with the terms of the respective fitting-out contracts.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

The revenue of the Group for the years ended 31 December 2023 and 2022 were approximately HK\$1,008,101,000 and approximately HK\$819,302,000, respectively, representing an increase of approximately 23.0%.

The increase in revenue was mainly due to the acceleration of the progress of some projects carried out by the Group as requested by the customers in the post-pandemic era.

Gross profit and gross profit margin

The gross profit of the Group for the years ended 31 December 2023 and 2022 were approximately HK\$129,565,000 and approximately HK\$114,023,000, respectively, representing an increase of approximately 13.6%; while the gross profit margin of the Group for the years ended 31 December 2023 and 2022 were approximately 12.9% and approximately 13.9%, respectively, and remained relatively stable.

The increase in gross profit was mainly due to the increase in revenue as mentioned above.

Other income

The other income of the Group for the years ended 31 December 2023 and 2022 were approximately HK\$2,295,000 and approximately HK\$12,405,000, respectively, representing a decrease of approximately 81.5%.

The decrease in other income was mainly due to the absence of the subsidy granted under the Employment Support Scheme (the “**Employment Support Scheme**”) under the Anti-Epidemic Fund for the current year, which was launched in 2022 by the Government of Hong Kong Special Administrative Region (“**Hong Kong**” or “**HKSAR**”) of the People’s Republic of China.

Other losses, net

The net other losses of the Group for the years ended 31 December 2023 and 2022 mainly represented the changes in value of the investments in insurance contracts.

Administrative expenses

The administrative expenses of the Group for the years ended 31 December 2023 and 2022 were approximately HK\$71,023,000 and approximately HK\$74,602,000, respectively, and remained stable.

Finance costs

The finance costs of the Group for the years ended 31 December 2023 and 2022 were approximately HK\$31,417,000 and approximately HK\$16,473,000, respectively, representing an increase of approximately 90.7%.

The increase in finance costs was primarily due to (i) the increase in overall usage of the bank borrowings and other banking facilities; and (ii) the increase in the overall interest rates of the bank borrowings.

Profit and total comprehensive income for the year attributable to owners of the Company

As a result of the abovementioned, the profit and total comprehensive income attributable to owners of the Company for the years ended 31 December 2023 and 2022 were approximately HK\$22,168,000 and approximately HK\$28,065,000, respectively, representing a decrease of approximately 21.0%.

Excluding the exceptional item under the period of pandemic for the year ended 31 December 2022, i.e., the subsidy granted under the Employment Support Scheme of approximately HK\$12,178,000, the profit and total comprehensive income attributable to owners of the Company for the year ended 31 December 2022 would be adjusted to approximately HK\$15,887,000. Taking into account of the exceptional item mentioned above, the profit and total comprehensive income attributable to owners of the Company for the year ended 31 December 2023 of approximately HK\$22,168,000, as compared to the adjusted one of approximately HK\$15,887,000, represented an increase of approximately 39.5%.

BUSINESS REVIEW AND PROSPECTS

Businesses

The Group is an established contractor based in Hong Kong with over 20 years of operating history providing fitting-out services and repair and maintenance services with the qualifications as a registered electrical contractor, registered subcontractor and registered minor works contractor in Hong Kong.

For the year ended 31 December 2023, the Group is principally engaged in the provision of fitting-out services and repair and maintenance services for residential and commercial properties in Hong Kong.

As at 31 December 2023, the Group had a total of 51 (31 December 2022: 46) fitting-out projects on hand, which included fitting-out projects that have commenced but not yet completed and fitting-out projects that have been awarded to the Group but not yet commenced, with an aggregate total contract sum of approximately HK\$4,129 million (31 December 2022: approximately HK\$3,822 million). Among these projects on hand, 30 projects were with total contract sum of approximately HK\$50 million or above. As at 31 December 2023, the aggregate total contract sum of these 30 projects amounted to approximately HK\$3,663 million (31 December 2022: 28 projects: approximately HK\$3,451 million).

Future prospects and strategies

During the post-pandemic era, it is expected that Hong Kong continues to struggle with slow post-pandemic economic recovery due to the persistent high interest rate, inflation and talent shortage. As such, the Group expects that 2024 would be a challenging year for its business.

However, as supported by the 2023 Policy Address of Hong Kong, the Government of HKSAR will develop land resources in a persistent manner to satisfy the housing demand. Therefore, the Group expects that the business of the Group will remain stable in the fitting-out industry in Hong Kong in the long term. The Group will devote necessary resources to further increase its market share if appropriate.

The Group has successfully demonstrated its innovation competence and leading position by the integration of its technologies and technical solutions with big data and artificial intelligence which was fully recognised by the market over the past few years. The Group will continue to develop and apply its technologies and technical solutions in a diversified manner for further improving project management efficiency and assisting industry development so as to create long-term value for our stakeholders.

Looking ahead, the Board remains prudent and optimistic about the prospects of the Group's business in the long term. The Group will continue to adopt a very cautious approach to ensure corporate sustainability in 2024. The Group will consider monitoring its working capital management closely. The Group will also closely and carefully monitor the latest development in its core business and the potential realisation and commercialisation of its technologies and technical solutions; and adjust its business strategies from time to time if required.

DEBTS AND CHARGE ON ASSETS

As at 31 December 2023, total debts of the Group, including bank borrowings and lease liabilities, was approximately HK\$444,341,000 (31 December 2022: approximately HK\$413,396,000).

As at 31 December 2023, the Group's banking facilities were secured/guaranteed by:

- (i) Personal guarantee provided by a Director, Mr. Ng;
- (ii) Corporate guarantee provided by the Company;
- (iii) Properties held by two Directors, Mr. Ng and Ms. Zhao Haiyan Chloe (“**Ms. Zhao**”), and related companies;
- (iv) Investments in insurance contracts of approximately HK\$49,812,000 (31 December 2022: approximately HK\$35,429,000); and
- (v) Pledged time deposits of approximately HK\$3,127,000 (31 December 2022: approximately HK\$3,127,000).

In addition, as at 31 December 2023, the Group provided corporate guarantee to surety bonds and a personal guarantee was provided by a Director, Ms. Zhao, in relation to a lease agreement.

The bank borrowings of the Group bear interest at floating rates that are market dependent. The Group currently does not have any interest rate hedging policy while the Group pays vigilant attention to and monitors interest rate risks continuously and cautiously.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

On 17 July 2020, the Shares were listed on the Main Board of the Stock Exchange, and there has been no change in capital structure of the Group since then.

As at 31 December 2023, the Company's issued capital was HK\$8,000,000 and the number of its issued ordinary shares was 800,000,000 of HK\$0.01 each.

The principal liquidity and working capital requirements of the Group primarily related to the Group's operating expenses. The Group expects to fund its working capital and other liquidity requirements with a combination of various sources, including but not limited to cash generated from the Group's operations and bank borrowings as well as other external equity and debt financings as and when appropriate.

As at 31 December 2023, the Group had pledged time deposits of approximately HK\$3,127,000 (31 December 2022: approximately HK\$3,127,000). Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio which is calculated as net debt divided by total capital. Net debt is calculated as total borrowings and lease liabilities less cash and cash equivalents and pledged time deposits. Total capital is calculated as "total equity" as shown in the consolidated statement of financial position, plus net debt. As at 31 December 2023, the gearing ratio of the Group was approximately 66.5% (31 December 2022: approximately 66.8%). As at 31 December 2023, the current ratio of the Group was approximately 1.2 (31 December 2022: approximately 1.2).

FOREIGN EXCHANGE EXPOSURE

Most of the income, expenditures, assets and liabilities of the Group are denominated in Hong Kong Dollars, being the functional currency of the Group, and hence, the Group does not have any material foreign exchange risk exposure. With the insignificant portion of monetary transactions, assets and liabilities of the Group being denominated in foreign currencies, for the year ended 31 December 2023, the Group did not employ any financial instruments for hedging purpose. The Group monitors its foreign currency exposure closely and will consider adopting hedging policy should the need arises.

EMPLOYEE AND REMUNERATION POLICY

As at 31 December 2023, the Group employed a total of 238 (31 December 2022: 272) employees. The remuneration package the Group offered to its employees includes salary, discretionary year-end bonus and other cash subsidies. The Group provides a defined contribution to the Mandatory Provident Fund as required under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for all eligible employees. The Group determines the salary of its employees mainly based on their qualifications, experiences and performance. The Group carries out regular review on the performance of employees to determine any salary adjustments, bonuses and promotions.

For the year ended 31 December 2023, the employee benefit expenses (including Directors' emoluments) amounted to approximately HK\$119,216,000 (2022: approximately HK\$116,827,000).

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS OR DISPOSALS

Saved as disclosed elsewhere in this announcement, for the year ended 31 December 2023, the Group did not have any significant investments, material acquisitions or disposals.

There was no formal plan authorised by the Board for any significant investments, material acquisitions or disposals as at 31 December 2023 and up to the date of this announcement.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have other future plans for material investments or capital assets for the year ended 31 December 2023.

CAPITAL COMMITMENTS

As at 31 December 2023, the Group did not have any significant capital commitments.

CONTINGENT LIABILITIES

Save as disclosed elsewhere in this announcement, as at 31 December 2023, the Group did not have any significant contingent liabilities.

EVENTS AFTER THE REPORTING PERIOD

There have been no other material events occurring after the reporting period and up to the date of this announcement.

DIVIDENDS

The Board does not recommend the payment of a final dividend to the shareholders of the Company (the “**Shareholders**”) for the year ended 31 December 2023.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

During the year ended 31 December 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any other listed securities of the Company.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 (previously numbered as Appendix 10) to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange as its own code of conduct for dealing in securities of the Company by the Directors. All the Directors confirmed, following specific enquiry by the Company, their compliance with the required standard set out in the Model Code for the year ended 31 December 2023.

CORPORATE GOVERNANCE PRACTICES

Save as disclosed below, during the year ended 31 December 2023, the Company had complied with all the code provisions, where applicable, as set out in Part 2 of the Corporate Governance Code (the “**CG Code**”) contained in Appendix C1 (previously numbered as Appendix 14) to the Listing Rules.

In respect of code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. However, having considered the nature and extent of the Group’s operations, and Mr. Ng’s in-depth knowledge and experience in the industry and familiarity with the operations of the Group, that all major decisions are made in consultation with members of the Board and relevant Board committees, and that there are three independent non-executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers and authorities between the Board and the management of the Group and that it is in the best interest of the Group to have Mr. Ng taking up both roles. As such, the roles of the chairman and chief executive officer of the Group are not being separated pursuant to the requirement under the code provision C.2.1 of the CG Code.

CHANGES IN INFORMATION OF THE DIRECTORS

Pursuant to the disclosure requirement under Rule 13.51B of the Listing Rules, the changes in information of the Directors since the disclosure made in the 2023 interim report of the Company are as follows:

1. Mr. Yip Kit Chau and Mr. Law Hung Wai, *CPA* were appointed as independent non-executive Directors with effect from 17 October 2023 and 17 January 2024, respectively.
2. Mr. Yip Chun On and Prof. Chau Kwong Wing resigned as independent non-executive Directors with effect from 17 October 2023 and 17 January 2024, respectively.

Save as disclosed above, there is no change to any information required to be disclosed in relation to any Directors pursuant to paragraphs (a) to (e) and (g) under Rule 13.51(2) of the Listing Rules.

SHARE OPTIONS

The Company's share option scheme (the "**Share Option Scheme**") was conditionally adopted on 16 June 2020 and shall be valid until 15 June 2030. The Share Option Scheme is established to recognise and acknowledge the contributions the eligible participants have had or may have made to the Group. The Share Option Scheme will provide the eligible participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives: (i) motivating the eligible participants to optimise their performance and efficiency for the benefit of the Group; and (ii) attracting and retaining or otherwise maintaining on-going business relationships with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

For grantees who fail to meet the applicable vesting conditions, the unvested share options are forfeited, either in whole or in part. Forfeited share options are cancelled.

No options granted under the Share Option Scheme remained outstanding as at 31 December 2023.

Save as disclosed above, the Company did not grant any share options under the Share Option Scheme to any other persons during the year under review that is required to be disclosed under rule 17.07 of the Listing Rules.

AUDIT COMMITTEE

The audit committee (the “**Audit Committee**”) of the Company was established with its written terms of reference in compliance with the Listing Rules. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Yip Kit Chau, Mr. Ip Sze Ching and Mr. Law Hung Wai, *CPA*, to review matters regarding internal control, risk management and financial reporting of the Group. The Audit Committee has, in conjunction with the management, reviewed the accounting principles and practices adopted by the Group and has no disagreement with such accounting treatments adopted by the Group, and discussed the internal control, risk management and financial reporting matters including a review of the annual results and the consolidated financial statements of the Group for the year ended 31 December 2023.

ANNUAL GENERAL MEETING

It is proposed that the annual general meeting (the “**2023 AGM**”) of the Company for the year ended 31 December 2023 will be held on a date to be fixed by the Board, and a notice convening the 2023 AGM will be published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.superland-group.com, and despatched to the Shareholders (if requested), in due course.

SCOPE OF WORK OF INDEPENDENT AUDITOR

The figures in respect of the Group’s consolidated statement of comprehensive income, consolidated statement of financial position and the related notes thereto for the year ended 31 December 2023 as set out in this preliminary announcement have been agreed by the Group’s auditor, PricewaterhouseCoopers, to the amounts set out in the Group’s draft consolidated financial statements for the year ended 31 December 2023. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by PricewaterhouseCoopers on this preliminary announcement.

PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This annual results announcement is published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.superland-group.com. The annual report of the Company for the year ended 31 December 2023 will be published on the above websites and despatched to the Shareholders (if requested) in due course.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to extend my sincere appreciation to our Shareholders, customers, suppliers, sub-contractors, bankers and professional parties for their continuous support, as well as our management team and staff for their hard work and contributions during the year.

By Order of the Board
Superland Group Holdings Limited
Mr. Ng Chi Chiu
Chairman, chief executive officer and executive Director

Hong Kong, 27 March 2024

As at the date of this announcement, the executive Directors are Mr. Ng Chi Chiu and Ms. Zhao Haiyan Chloe; and the independent non-executive Directors are Mr. Yip Kit Chau, Mr. Law Hung Wai, CPA and Mr. Ip Sze Ching.

Please also refer to the published version of this announcement on the Company's website at www.superland-group.com.